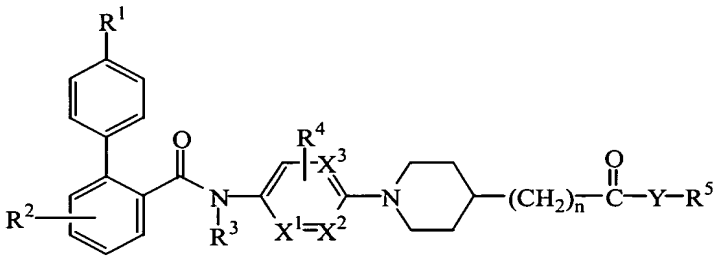
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (original) A compound of formula (I)



(I),

the *N*-oxides, the pharmaceutically acceptable acid addition salts and the stereochemically isomeric forms thereof, wherein

R^1 is hydrogen, C_{1-4}alkyl, halo, or polyhaloC_{1-4}alkyl;

R^2 is hydrogen, C_{1-4}alkyl, halo, or polyhaloC_{1-4}alkyl;

R^3 is hydrogen or C_{1-4}alkyl;

R^4 is hydrogen, C_{1-4}alkyl, or halo;

n is an integer 0, or 1;

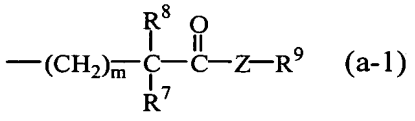
X^1 is carbon and X^2 is carbon; or X^1 is nitrogen and X^2 is carbon;

or X^1 is carbon and X^2 is nitrogen;

X^3 is carbon or nitrogen;

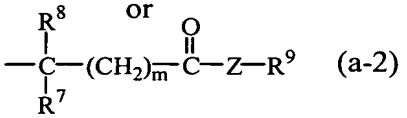
Y represents O, or NR^6 wherein R^6 is hydrogen or C_{1-4}alkyl;

R^5 represents a radical of formula



(a-1)

or



(a-2)

wherein

m is an integer 0, 1, or 2;

Z is O or NH;

R^7 is hydrogen,

C_{1-6}alkyl;

C_{1-6}alkyl substituted with hydroxy, amino, mono- or di(C_{1-4}alkyl)amino, C_{1-4}alkyloxycarbonyl, aminocarbonyl, aryl or heteroaryl;

C_{1-4}alkyl-O-C_{1-4}alkyl;

C_{1-4}alkyl-S-C_{1-4}alkyl; or

aryl;

R^8 is hydrogen or C_{1-6}alkyl;

R^9 is hydrogen, C_{1-4}alkyl, $aryl^1$, or C_{1-4}alkyl substituted with $aryl^1$;

or when Y represents NR^6 the radicals R^5 and R^6 may be taken together with the nitrogen to which they are attached to form pyrrolidinyl substituted with C_{1-4}alkyloxycarbonyl and optionally further substituted with hydroxy; or piperidinyl substituted with C_{1-4}alkyloxycarbonyl;

aryl is phenyl; phenyl substituted with one, two or three substituents each independently selected from C_{1-4}alkyl, C_{1-4}alkyloxy, halo, hydroxy, nitro, cyano, C_{1-4}alkyloxycarbonyl, trifluoromethyl, or trifluoromethoxy; or benzo[1,3]dioxolyl;

$aryl^1$ is phenyl; phenyl substituted with one, two or three substituents each independently selected from C_{1-4}alkyl, C_{1-4}alkyloxy, halo, hydroxy, nitro, cyano, C_{1-4}alkyloxycarbonyl, trifluoromethyl, or trifluoromethoxy; and

heteroaryl is imidazolyl, thiazolyl, indolyl, or pyridinyl.

2. (orginal) A compound as claimed in claim 1 wherein X^1, X^2 and X^3 are carbon.

3. (original) A compound as claimed in claim 1 wherein R^1 is trifluoromethyl; R^2 is hydrogen; R^3 is hydrogen; R^4 is hydrogen; X^1, X^2 and X^3 are carbon; n is the integer 1; Y represents NR^6 wherein R^6 is hydrogen or methyl; and R^5 is a radical of formula (a-1) wherein m is the integer 0.

4. (original) A compound as claimed in claim 1 wherein R^1 is trifluoromethyl; R^2 is hydrogen; R^3 is hydrogen; R^4 is hydrogen; X^1, X^2 and X^3 are carbon; n is the integer 1; Y represents NR^6 wherein R^6 is hydrogen or methyl; and R^5 is a radical of formula (a-1) wherein m is the integer 1.

5. (original) A compound as claimed in claim 1 wherein R^1 is trifluoromethyl; R^2 is hydrogen; R^3 is hydrogen; R^4 is hydrogen; X^1, X^2 and X^3 are carbon; n is the integer 1; Y represents NR^6 wherein R^6 is hydrogen or methyl; and R^5 is a radical of formula (a-2) wherein m is the integer 1.

6. (currently amended) A compound as claimed in claim 1 wherein R^1 is trifluoromethyl; R^2 is hydrogen; R^3 is hydrogen; R^4 is hydrogen; X^1, X^2 and X^3 are carbon; n is the integer 1; Y represents NR^6 and R^5 and R^6 are taken together with the nitrogen to which they are attached to form pyrrolidinyl substituted with C_{1-4}alkyloxycarbonyl and optionally further substituted with hydroxy, or piperidinyl substituted with C_{1-4}alkyloxy-carbonyl.

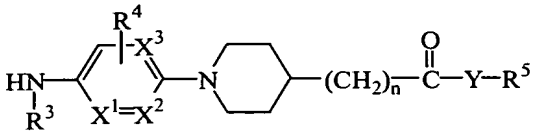
7. (currently amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically active amount of a compound as claimed in ~~any of claims~~ claim 1 ~~to 6~~.

8. (currently amended) A process for preparing a pharmaceutical composition as claimed in claim 7 wherein a therapeutically active amount of a compound as claimed in ~~any of claims~~ claim 1 ~~to 6~~ is intimately mixed with a pharmaceutically acceptable carrier.

9. (canceled)

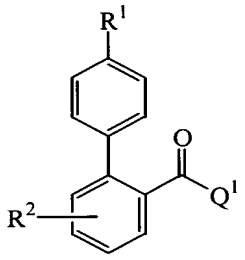
10. (currently amended) A process for preparing a compound of formula (I) wherein

~~a)~~ an intermediate of formula (II), wherein R^3, R^4, R^5, Y, n, X^1, X^2 and X^3 are defined as in claim 1,



(II)

is reacted with a biphenylcarboxylic acid or halide having the formula (III), wherein R^1 and R^2 are as defined in formula (I) and Q^1 is selected from hydroxy and halo, in at least one reaction-inert solvent and optionally in the presence of a suitable base



(III)

~~b) or, compounds of formula (I) are converted into each other following art-known transformation reactions; or if desired; a compound of formula (I) is converted into an acid addition salt, or conversely, an acid addition salt of a compound of formula (I) is converted into a free base form with alkali; and, if desired, preparing stereochemically isomeric forms thereof~~.

11. (new) The method according to claim 10 further comprising converting the compound of formula (I) into an acid addition salt.

12. (new) A method of treating a warm-blooded animal suffering from a disorder caused by an excess of very low density lipoproteins (VLDL) or low density lipoproteins (LDL) comprising administering to the animal a therapeutically effective amount of a compound of claim 1.

13. (new) The method according to claim 12 wherein the disorder is caused by the cholesterol associated with the VLDL or LDL.

14. (new) The method of treatment according to claim 12 wherein the disorder is hyperlipidemia, obesity, atherosclerosis or type II diabetes.

15. (new) The method of treatment according to claim 13 wherein the disorder is hyperlipidemia, obesity, atherosclerosis or type II diabetes.